

**MEMORANDUM AND ARTICLES OF  
ASSOCIATION**

**OF**

**CLEAR HUE INVESTMENTS  
(PRIVATE) LIMITED**

**PRESENTED FOR FILING BY**

**ALLEN KANGAUSARU RPAcc (Z) ACIS**

**313, 3<sup>rd</sup> FLOOR, YORK HOUSE**

**CORNER 8<sup>TH</sup> AVENUE & HERBET CHITEPO  
BULAWAYO**

27 JUN 2022

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

29 JUN 2022

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PREPARED BY ME:

ALLEN KANGAUSARU

CHARTERED SECRETARY



**THE COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

1. The name of the company is CLEAR HUE INVESTMENTS (PRIVATE) LIMITED.
2. The registered office of the Company will be in Zimbabwe
3. The objects for which the company is established are: -

To.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

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- a) To invest in and acquire shareholding in various financial schemes, shares, property and any other business ventures.
- b) To be wholesalers, agents, retailers and manufactures for all types of new and second hand engineering equipment, hardware goods, household appliances, motor vehicles, motor vehicle spares and accessories, machinery, equipment, tools, kitchen ware, household appliances and any business activity associated with this.
- c) To carry on the business of importing, exporting, warehousing, wholesaling, retailing and trading in general commodities and any other trade associated with this.
- d) To carry on the business of fixing and repairing motor vehicles and any other business associated with this.
- e) To invest and trade in real estate, own and operate businesses which carry out construction work including architectural and structural design and any business or trade associated with this.
- f) To carry on the business of manufacturing, marketing, trading, importers, exporters, wholesalers and retailers of plumbing products and services together with any other business usually carried in connection therewith.
- g) To provide outsourcing services, immigration, international services, financial services and any other business associated with this.
- h) To carry on the business of farming, cattle ranching, market gardening, ranching, pig farming, the breeding, rearing, and buying and selling of all kinds of livestock, game, fisheries and poultry and any other business associated with this.
- i) To carry on the business of drawing house plans and any other business associated with this.
- j) To carry on the business of hotels and lodges and operate in restaurants, fast food outlets and any business associated with this.
- k) To carry on a business of entertainment and any other business associated with this.
- l) To carry on the business of transport broking any other business associated with this.
- m) To carry on the business of providing logistics supply chain services to identified operations and other support services essential for the smooth operation and functioning of identified projects and any other services associated with this
- n) To own and operate businesses which undertake various forms and types of manufacturing and any business associated with this.

To.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**



- o) To run safaris camps including but not limited to hunting, photographic safaris, white water rafting, game trails and any business associated with the tourism industry.
- p) To process and add value to meat, vegetables, fish and poultry products including abattoirs, butcheries, slaughter houses, canneries, freezing houses and any other business associated with this.
- q) To sell, improve, manage, develop, alter, exchange, lease mortgage, let out on hire, dispose of, turn to account or otherwise deal with all or any part properties acquired by the Company as the Directors of the Company deem think fit.
- r) To acquire by grant purchase or otherwise any patents, patent rights, brevets, inventions, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the company or which it may desirable for the Company to possess and to use and to manufacture under grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions, or rights which the company may acquire
- s) To do all or any of the matters which may be authorized by the company directors.
- t) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of, any company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly benefit this Company.
- u) To associate with the Company any operations, undertaking or business in which all or any of the Directors, or any firm, company or corporation of which they or any of them are or is or may be members of a member, upon such terms and conditions as the Directors of the Company for the time being may determine.
- v) To lend money or credit to such persons, firms companies or corporations and on such terms as to the Directors of the Company may deem expedient, and in particular to customers of and persons having dealings with the Company to become guarantee or surety for any persons or company and to guarantee the performance of contracts by members of or persons having dealings with the

Company.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**



Company, and to discount and deal in bills, notes and other negotiable instruments, and to allow customers and other to draw on the Company to such extent and on such terms as may be arranged.

- w) To make, draw, accept, endorse, discount execute, issue and negotiate bills of exchange, promissory notes, mortgages, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities and to maintain any current, call savings, deposit or other account with any financial or other institution.
- x) To borrow or raise money on such terms and extent as to the Directors of the Company may deem expedient, and in particular by issue of bills of sale, mortgages, debenture or debenture stock perpetual or otherwise, charged upon the whole or any part of the Company's undertaking, upon such terms as the Directors may for the time being think fit, and to redeem, purchase or pay off any such securities.
- y) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined by the Directors.
- z) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited.
- aa) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration and establishment of the Company.
- bb) To effect insurances against all or any of the risks incurred in the course of the Company's business, or in respect of all or any of the Company's Property, either with insurers, insurance companies or underwriters, or by joining mutual insurance, indemnity or protection societies, to join and contribute to any combination of employers engaged in the businesses similar to those of the Company for the purpose of protection against workers trade unions or against harassing legislation, or for any purpose conducive to the interest of the Company.
- cc) To act as agents or brokers, and as trustees or nominees for any persons, firm or company, either gratuitously or otherwise, and to undertake and perform sub - contracts and also to act in any of the business of the Company through or by

Means.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**


means of agents, brokers, sub-contractors or others.

- dd) To enter into any arrangement with any Government or authority (supreme, local, municipal or otherwise) or any corporation, company or person that may seem conducive to the Company's objects or any of them and to obtain from any such government authority, corporation, company or person, any charter, contract, decree, right, privilege and concession.
  - ee) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees or Directors, or may be connected with any town or place where the carries business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the spouse, children, or other relatives of such persons, to make payment towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company, and from time to time subscribe or contribute to any charitable, benevolent or useful object.
  - ff) To distribute among the members, or any class or classes of the members, or any individual of this company but also that no distribution amounting to a reduction of the capital be made except with the sanction for the time being required by law.
  - gg) To procure companies to be registered in any foreign country.
  - hh) To carry on and undertake any business, undertaking, transaction or operation, whether mercantile, commercial, financial, manufacturing, trading or otherwise, if in any part of the world such as any individual capitalist may lawfully undertake and carry on.
  - ii) To do all such other things as may be deemed to be incidental or conducive to the attainment of the above objects or any objectives deemed by the shareholders.
4. The liability of the Members is Limited.
5. The share structure of the Company is **2 000 ORDINARY SHARES**, with the power to divide the shares in the original or to increase shares or divide them into several classes, and to attach thereto respectively any preferential, deferred, qualified, or special rights, privileges or conditions as the company may determine.

We.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

We, the people whose names, address and occupation are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we agree to take the number of shares in the capital of the Company set opposite our names.

Name, Address & Occupation of Subscriber	No of Shares Taken Up	Signature
<b>NKULULEKO DUBE</b> <b>NO.6 BALMORAL ROAD</b> <b>FAMONA</b> <b><u>BULAWAYO</u></b>  <b>BUSINESS PERSON</b>	80 (Eighty)	
<b>FAITH MANDY GAWAZA</b> <b>NO.6 BALMORAL ROAD</b> <b>FAMONA</b> <b><u>BULAWAYO</u></b>  <b>BUSINESS PERSON</b>	20 (TWENTY)	F. Gawaza

Dated at Bulawayo on this 27<sup>th</sup> of June 2022

**AS WITNESS TO THE ABOVE SIGNATURES**

**Signature** : 

**Full Name** : PRINCESS KANGAUSARU

**OCCUPATION** : CONSULTANT

**Contact Address** : 45 KABOT DRIVE  
BUENA VISTA  
BULAWAYO

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**





**THE COMPANIES AND OTHER BUSINESS  
ENTITIES ACT  
Chapter 24:31**

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**THE ARTICLES OF ASSOCIATION  
OF  
CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

1. The regulations contained in Table B in the 6<sup>th</sup> Schedule (Model Articles and Bylaws) of Companies and Other Business Entities Act Chapter (24:31) shall apply
  - (a) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.
2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

Directors.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company. The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## **SHARES**

Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions and at all such times as directors may think fit with full power to give any persons the call of any share, either at par or at premium and for such time and for such consideration as the Directors think fit. Certificates must have affixed to them the company's common seal; or be otherwise executed in accordance with the Act. If a company is a registered user of the electronic registry, it may issue un-certificated shares, that is to say, shares in dematerialised form, subject to the conditions of the issuance of such shares in section 153 of the Act. Subject to the articles the directors may apply capitalised sums in accordance with sub-articles (3) and (4) partly in one way and partly in another; .All provisions of SHARES in Table B Part 3 shall apply except for section 30 subsection 5 and 6 as well as section 33 subsection 3 which shall not apply.

## **ORGANISATION OF GENERAL MEETINGS**

The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting held in that year. No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Administrative.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**

## ADMINISTRATIVE ARRANGEMENTS

Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Subject to sub-article (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company; any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of a pension scheme (as defined in section 84(6) of the Act), any other liability incurred by that director as an officer of the company or an associated company.

We.../

**CLEAR HUE INVESTMENTS (PRIVATE) LIMITED**



